



## **Terms of Reference of the SBP Technical Committee**

(Approved by the SBP Board 22 April 2020)

### **1 Introduction**

1.1 The terms of reference (ToR) set herein provide a process in addition to the Articles of Association (AoA) to which each of the Technical Committee members (TC members) hereby agree in relation to the operation of the Technical Committee (the Committee) of the Sustainable Biomass Program (SBP).

### **2 Objectives**

2.1 The role of the Committee is amongst other things, to provide advice to the SBP Board of Directors (Board) on SBP's technical and scientific functions, including but not limited to SBP's certification and accreditation criteria and methodologies.

### **3 Mandate**

3.1 The Committee's main functions are:

3.1.1 to provide advice to the Board, the SBP Standards Committee and the SBP Secretariat about the scope of the SBP standards;

3.1.2 to make recommendations and give advice on such technical and scientific functions as are requested by the Board, the SBP Standards Committee or the SBP Secretariat;

3.1.3 to provide advice to the Board, the Standards Committee and the SBP Secretariat on further development, modification, and the technical and operational interpretation of the SBP standards / sustainability criteria and the application of these interpretations;

3.1.4 to review and comment on the KPI reporting of accreditation bodies commissioned by SBP;

3.1.5 to provide advice to the Board, the Standards Committee and the SBP Secretariat on certification body approval (accreditation) methodologies and the operational interpretation and application of these methodologies;

3.1.6 to provide advice to the Board, the Standards Committee and the SBP Secretariat on biomass and chain of custody certification methodologies and the operational interpretation and application of these methodologies;

3.1.7 to address and give views on specific matters on which the Board, the Standards Committee or the SBP Secretariat requests advice;

- 3.1.8 to propose topics for the establishment of subject related SBP working groups and working group membership composition;
  - 3.1.9 to develop SBP working group ToR, acknowledging that the Board may revoke or amend these at any time and no power is given to amend these Technical Committee ToR (which power is exclusively retained by the Board); and
  - 3.1.10 to review and provide advice and guidance on the work and output from SBP working groups.
- 3.2 The Committee shall also provide advice to the Board, the Standards Committee and the SBP Secretariat on the content of the certification requirements for biomass and chain of custody and relevant associated information including: accreditation requirements, certification processes, stakeholder consultation and engagement and other relevant documents.

#### 4 **Composition**

- 4.1 The Committee comprises of a maximum of six (6) TC members.
- 4.2 The overall composition of the Committee should ensure that representation is balanced across scientific areas of specialist expertise within the scope of the SBP standards; and from areas of supply expertise within forest management, processing, distribution, and auditing, certification or accreditation to, for example ISO standards. TC membership should also ensure a representative balance from across regional geographies.

#### 5 **Chair**

- 5.1 The Committee shall appoint a Chair following an open call for nominations and a formal vote by the TC members. Nominations shall be endorsed by the Board prior to appointment.
- 5.2 TC members must be notified at least one (1) month in advance of the formal consideration of appointment or re-appointment of a Chair. Formal nominations for the position of a Chair should be submitted to the Committee Manager at least one (1) week in advance of the meeting at which consideration of the appointment or re-appointment of a Chair is made.
- 5.3 The Chair shall be appointed by a simple majority of the votes either at a duly convened meeting of the Committee or conducted electronically as needed.
- 5.4 The Chair shall be appointed for an initial period of three (3) years.
- 5.5 Upon expiration of this term, the Chair shall be required to seek formal re-election from the Committee if s/he wishes to be reappointed. Where the Chair has held two (2) consecutive three (3) year terms of office, s/he must vacate the position of Chair for a period of not less than one (1) year.

5.6 Upon vacancy of the position of the Chair, the Committee shall nominate a replacement. Where agreement on a suitable nominee is not successful nominees may be drawn from outside the current TC membership.

5.7 The Committee may appoint a Vice-Chair. The Vice-Chair shall assume the responsibilities of the Chair on those occasions when the Chair is absent. The term of office of the Vice-Chair shall not exceed three (3) years. Upon expiration of the term of office, the Vice-Chair shall be required to seek re-election if s/he wished to be re-appointed. Where the Vice-Chair has held two consecutive three (3) year terms of office, s/he must vacate the position of Vice-Chair for a period of not less than one (1) year. The voting procedure is the same as for the Chair.

5.8 The Chair shall lead the Committee and shall engage TC members on issues arising for Board, Standards Committee and SBP Secretariat consideration. The Committee may also submit views directly to the Board and the Standards Committee.

5.9 The Chair shall be responsible for chairing meetings of the Committee and reporting to the Board, the Standards Committee and the SBP Secretariat on the work of the Committee.

## 6 **TC members Role**

6.1 TC members shall be invited as individual expert advisers, nominated in a personal capacity (the individual is not appointed to represent the employer of the person) and chosen for their knowledge, integrity, expertise and basic support for SBP's objective.

## 7 **TC members Nominations**

7.1 New TC members to the Committee shall be selected through a nominations procedure that shall be directed and managed by the Chair. The Chair shall establish a nominations committee consisting of a group of TC members, members from other SBP governance bodies and the Chair.

7.2 From time to time as needed to maintain and renew the Committee, the nominations committee shall solicit nominations from among current TC members, and may also receive nominations from other places, including the Board, the Standards Committee, the SBP Secretariat and other stakeholders.

7.3 Nominations for re-appointment shall be reviewed with regards to performance of TC members in terms of attendance at meetings and involvement in the business of the Committee between meetings and shall require a positive affirmation from the TC member about their willingness and interest in continuing to serve.

## 8 **TC members Appointment and Term**

8.1 Candidates for appointment as a TC member are identified by a nominations committee and appointed by the Board of Directors.

8.2 The appointment process follows the same procedure as defined in the ToR for the Board of Directors sections 8.2 to 8.3.3.



- 8.3 No person shall be appointed as a TC member:
- 8.3.1 unless s/he has attained the age of eighteen years;
  - 8.3.2 if his/her appointment would cause the number of TC members to exceed any number defined as the maximum number of TC members in the AoA and/or these ToR.
- 8.4 No person shall be appointed or reappointed a TC member unless s/he has executed an appointment letter addressed to the Board of Directors stating that s/he is willing to be appointed or re-appointed as a TC member, will comply with these ToR and applicable policies of SBP and applying to become a TC member
- 8.5 Three (3) TC members shall initially be appointed for a two (2) year term and three (3) TC members shall initially be appointed for a three (3) year term. After that all appointments shall be for three (3) years and TC members are eligible for re-appointment for a subsequent period of three (3) years, upon conclusion of which they may not serve on the Committee for at least one (1) year.
- 8.6 Prior to appointment, all potential TC members shall advise the Board of Directors of any potential conflicts of interest including those of a commercial nature.
- 8.7 TC members shall not appoint alternates.
- 8.8 TC members shall not be a Board member or a member of the SBP Standards Committee.
- 8.9 TC members should be a senior-level executive or have equivalent expertise, with relevant and recent (not more than 5 years out of work) working experience in a sector that is related and relevant to SBP's object.
- 9 TC members Removal**
- 9.1 A TC member may be removed by the Chair or by the Board for any of the following reasons:
- 9.1.1 s/he becomes incapable due to mental disorder, illness or injury of managing and administering his/her own affairs;
  - 9.1.2 s/he resigns his/her office by notice to the Chair;
  - 9.1.3 s/he is absent without permission of the Chair from more than one (1) in-person meeting of the Committee;
  - 9.1.4 s/he takes up employment with the SBP or becomes a Director/member of the Board; or;
  - 9.1.5 failure to perform (or likely failure based on reasonable evidence) as a TC member or due to a conflict of interest that is antagonistic to the interests of the SBP, or to a violation of the confidentiality rules.

9.1.6 s/he is involved in the establishment or management or promotion of a competing certification system to SBP.

## 10 **Representing SBP**

10.1 TC members of the Committee shall not, unless expressly authorised by SBP, represent SBP to external stakeholders. All representation of SBP to external stakeholders is the responsibility of the Chair of the Board, the CEO and the SBP Secretariat.

## 11 **Commitment of Committee Members**

11.1 All TC members are required to work openly and constructively in furthering the aims of SBP.

11.2 The Committee shall work with the Chair to establish guidelines and materials enabling clear and consistent communications regarding SBP, as well as to position SBP in the public domain.

11.3 TC members are required to ensure that any external communications conform with guidelines so established.

## 12 **Scope of Meetings**

12.1 The Committee shall select relevant issues and topics for its focus and discussion in pursuit of its objectives. The Chair shall consult with the SBP Board, the SBP Standards Committee and the SBP Secretariat to also suggest topics for the Committee's consideration.

12.2 Only TC members have the right to attend Committee meetings. The Chair of the Board and the CEO shall be invited to attend for all or part of any meeting as considered appropriate but have no right to vote. Others such as the Chair(s) of any working groups, committees, advisory bodies or similar may be invited to attend for all or part of any meeting, as and when appropriate.

## 13 **Frequency of Meetings**

13.1 The Committee shall be expected to meet at least once (1) and no more often than four (4) times in a year. The Chair, in consultation with the TC members shall otherwise determine and set out a working methodology for the Committee as best allows it to fulfil its duties and responsibilities, including the holding of an appropriate number of virtual meetings and/or conference calls at which all members of the Committee are invited to attend. Scheduled meeting dates should be set at least two (2) months in advance. If circumstances require it, additional, alternative or other forms of meetings or virtual meetings of the Committee may be called by the Chair.

## 14 **Observers & Experts**

14.1 At the Chair's discretion and following notification to the Committee, technical experts or others who can help take forward the work of the Committee may be invited to attend meetings as non-voting, participating observers.

- 14.2 Requests for observer status must be submitted at least two (2) weeks prior to the meeting to the Chair.
- 14.3 Observers shall be provided specified opportunities to make statements in the meetings.
- 14.4 Observers shall not participate in the discussion otherwise unless expressly invited to do so by the Chair.
- 14.5 Permanent observer status may be granted to particular organizations or individuals with an on-going interest in the work of the SBP, such as representatives of accreditation and certification bodies. Permanent observer status must be requested in writing and may be revoked by the Chair.
- 15 **Meeting Management**
- 15.1 The Chair shall determine the agenda for meetings after inviting input at least two (2) weeks before the agenda is finalised. The Chair shall co-ordinate but not censor topics they receive. The Chair will also consult with the Chair of the Board, the Chair of the Standards Committee and the CEO for agenda topics from which they desire Committee input.
- 15.2 Any TC member may have any matter which is relevant to the function of the Committee as set out herein for discussion at the meeting. This must be by notice to the Chair, and must be received at least ten (10) days prior to the date on which the meeting of the Committee is to be held. The Chair may in his/her absolute discretion determine whether a matter so notified to him/her is relevant.
- 15.3 No business shall be discussed at any formal meeting of Committee unless a quorum is present. Four (4) TC members shall constitute a quorum.
- 15.4 The Chair shall seek to achieve consensus-based decisions. When there is a majority view, but consensus is not achieved, minority views shall be duly noted and the secretariat shall be informed.
- 15.5 If the Chair is not present within fifteen (15) minutes after the time elected for holding the formal meeting, any other TC member selected by a majority of TC members present may serve as temporary Chair.
- 15.6 Communication from TC members between meetings should be directed to the Chair, who will determine how best to approach the issue. All communication to the CEO concerning Committee issues should therefore be directed to the Chair, who will then deal directly with the relevant persons to address the issue.
- 15.7 Meetings of the Committee shall be summoned by the SBP Secretariat at the request of the Chair.
- 15.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each TC member no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to TC members and to other attendees as appropriate, at the same time. Agendas

shall identify agenda items, responsibilities, indicative timings and shall cross-reference to supporting papers, where appropriate.

15.9 The Chair shall ensure that an appropriate record or note of all actions and decisions is taken of all meetings, including the names of those present and in attendance.

15.10 Those records or notes in draft shall be made available to the Chair for approval. Following approval, the draft record or notes shall be circulated promptly to all TC members and approved at the next Committee meeting. If any TC member disagrees with the content of the record or notes the concern must be communicated to all TC members by email. However, once circulated, those records or notes may only be amended by consensus agreement at the next meeting of the Committee.

## 16 **Honorarium & travel and subsistence expenses**

16.1 TC members are eligible to a honorarium for each TC meeting that a TC member physically attends. The honorarium is determined and annually reviewed by the Board.

16.2 TC members are eligible for reimbursement of reasonable travel and subsistence expenses according to SBP's travel policy.

16.3 Invited guests and experts can be eligible for honorarium on a case to case basis and are eligible for reasonable travel and subsistence expenses according to SBP's travel policy.

16.4 Refunds will be made against evidence of expenditure according to SBP travel cost refunding procedures.

## 17 **Advice**

17.1 The Chair shall seek to develop consensus-based advice and recommendations for the Board, the Standards Committee and the SBP Secretariat. When there is a majority view, but consensus is not achieved, minority views shall be duly noted.

17.2 The TC shall fully consider and respond in due time and in writing to all advice and recommendations received from the Board and the Standards Committee and justify why they were or were not taken.

## 18 **Public statements**

18.1 The Committee shall not issue public statements pertaining to issues relevant to SBP.

## 19 **Working Groups**

19.1 The Committee may propose the establishment of working groups with the objective to advance work outside of the regular meetings.

19.2 Working groups may consist of non-TC members in addition to TC members, as proposed by the Committee.

19.3 The Committee shall draft and propose clear ToR and member composition for every working group as well as a timeline and a budget.

- 19.4 A working group shall be phased out when it has achieved its goal(s).
- 19.5 Proposals for the establishment of working groups shall be submitted to the SBP Secretariat and require Board approval.
- 19.6 The SBP Secretariat manages and supports working groups. Working groups report to the SBP Secretariat.

## 20 **Competition/Anti-trust requirements, Conflicts of Interest and Confidentiality**

- 20.1 TC members shall adhere to SBP's Anti-Trust Compliancy Policy Statement as referred to in the appendix. This Statement shall be referenced at the beginning of each meeting by the Chair.
- 20.2 TC members will comply with any Conflicts of Interest policy that may be set for and approved by the Committee from time to time. In addition the TC members will comply with the intent of the relevant parts of the Articles of Association as may apply to conflicts of interest. Any TC members with any conflicts of interest with particular agenda items shall advise the Chair ahead of, or at the beginning of, each meeting and absent themselves from the meeting room during consideration of the item. The fact that a TC member is a participant in or interested in the biomass industry (including as an employee, officer, consultant, contractor or other representative of any company, entity, organisation or body which has an interest in the biomass industry or the work or decisions of the Company) is not a conflict of interest for these purposes.
- 20.3 TC members shall maintain strict confidentiality regarding the business and affairs of SBP, including any commercially or politically sensitive information, matters discussed at meetings and otherwise in accordance with non-disclosure agreements entered into with SBP.
- 20.4 TC members shall agree with the roles and responsibilities of TC members and obligations related but not limited to the documents listed in the Appendix by signing an agreement with SBP.

## 21 **Management, administration and resourcing**

- 21.1 The CEO shall appoint a member of the SBP Secretariat to assist and support the Chair in facilitating the organisation of the Committee and its meetings. The Chair will remain responsible for leading and co-ordinating Committee meetings (dates, venues etc.), providing agenda and supporting papers for Committee meetings.
- 21.2 On an as-needs-basis the Chair may contract outside specialist services, for example for meeting facilitation.
- 21.3 If expenditure for a physical meeting is expected the Chair shall draft and agree a budget with the CEO prior to the meeting.
- 21.4 The Chair and the CTO cooperate over allocating work streams to TC members.





22        **SBP Articles of Association Govern**

22.1        If any provision herein is inconsistent with the SBP AoA, the SBP AoA shall govern.

22.2        Changes to these ToR require the approval of the SBP Board.

23        **Appendix**

23.1        The following appendices apply in addition to these ToR:

23.1.1        SBP Articles of Association

23.1.2        SBP Anti-trust Compliance Policy Statement

23.1.3        SBP Travel Policy

23.1.4        SBP Glossary of Terms

23.1.5        SBP Non-Disclosure Agreement